

DEC 06 '10 -2 31 PM

LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204 4022
(202) 466-6532
FAX (410) 332-0885

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

December 6, 2010

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 6, 2010. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

BB&T Equipment Finance Corporation
600 Washington Ave. Suite 201
Towson, MD 21204

Lessee:

Tate & Lyle Ingredients Americas, Inc.
2200 East Eldorado Street
Decatur, Illinois 62521

A description of the equipment covered by the Memorandum of Lease Agreement consists of 297 covered hopper cars numbered STLX 5000-5015, inclusive, 5017-5042, inclusive, 5044-5245, inclusive, and 5247-5299, inclusive.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
December 6, 2010
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between BB&T Equipment Finance Corporation, 600 Washington Ave. Suite 201, Towson, MD 21204, and Tate & Lyle Ingredients Americas, Inc., 2200 East Eldorado Street, Decatur, Illinois, covering 297 covered hopper cars numbered STLX 5000-5015, inclusive, 5017-5042, inclusive, 5044-5245, inclusive, and 5247-5299, inclusive.

Very Truly Yours,

Louis L. Gilmer

Enclosure

DEC 06 '10 -2 31 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 6, 2010

between

TATE & LYLE INGREDIENTS AMERICAS, INC.,
as Lessee

and

BB&T EQUIPMENT FINANCE CORPORATION
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on December 6, 2010 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 6, 2010, by and between TATE & LYLE INGREDIENTS AMERICAS, INC. ("Lessee") and BB&T EQUIPMENT FINANCE CORPORATION ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Schedule No.90002 dated as of December 6, 2010 (the "Schedule") between Lessor and Lessee. The Schedule incorporates by reference the terms and conditions of that certain Rail Equipment Net Leasing Agreement dated as of December 6, 2010 (the "Master Agreement") between Lessee and Banc of America Leasing & Capital, LLC ("BALC"). BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Schedule and the Railcars) including, without limitation, the right for Lessor to directly enter into the Schedule with Lessee and acquire the Railcars for lease to Lessee. The Schedule and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein, as, the "Lease").

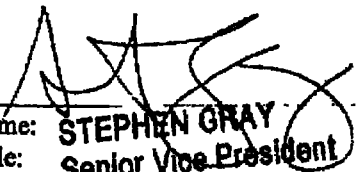
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for in the Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Schedule.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BB&T EQUIPMENT FINANCE CORPORATION

By: 
Name: STEPHEN GRAY
Title: Senior Vice President

TATE & LYLE INGREDIENTS AMERICAS, INC.


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BB&T EQUIPMENT FINANCE CORPORATION

By: _____
Name:
Title:

TATE & LYLE INGREDIENTS AMERICAS, INC.

By:  _____
Name: Ralph Tizora
Title: Treasurer

STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 2nd day of December, 2010, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President.

AS WITNESS my hand and notarial seal.

Regina M. McManus
Notary Public

My commission expires: 10/15/12.

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

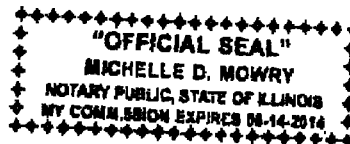
STATE OF ILLINOIS }
 } ss
COUNTY OF MACON }

I HEREBY CERTIFY, that on this 24th day of December, 2010, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Ralph Tizora, who acknowledged himself to be the Treasurer of FATE & LYLE INGREDIENTS AMERICAS, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Treasurer of said company by signing the name of the company by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

Michelle D. Mowry
Notary Public

My commission expires 6-14-14



**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE**

DESCRIPTION OF RAILCARS

297 Covered Hopper Railcars (inclusive):

STLX 5000 – STLX 5015

STLX 5017 – STLX 5042

STLX 5044 – STLX 5245

STLX 5247 – STLX 5299